

### NOTICE OF CLAIMS PURCHASE AGREEMENT

CASNER & EDWARDS, a(n) Massachusetts Limited Liability Partnership, its successors and assigns ("Seller"), for good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, does hereby absolutely and unconditionally sell and transfer unto CORRE OPPORTUNITIES FUND, LP, a Delaware limited partnership, its successors and assigns ("Buyer") all rights, title and interest in and to the claim(s) of Seller in the principal amount of \$173,416.47 (proof of claim amount, defined as the "Claim") against W.R. GRACE CO (the "Debtor") together with interest, if any, in the United States Bankruptcy Court, District of Delaware, or any other court with jurisdiction over the Proceedings (the "Court"), Administered at Case Number 01-01140 (defined as the "Proceedings")

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Bankruptcy Rules, and stipulates that an order may be entered recognizing this Claims Purchase Agreement as an unconditional sale and the Buyer herein as the valid owner of the Claim.

IN WITNESS WHEREOF, the undersigned has duly executed this Agreement by its duly authorized representative dated the 17<sup>th</sup> day of December, 2010.

WITNESS Paul Masur  
(Signature)  
Paul Masur, Executive Director  
(Print Name and Title of Witness)

Casner & Edwards, LLP  
(Company Name)  
Stephen M. Perry  
(Signature of Corporate Officer)  
Stephen M. Perry, Managing Partner  
(Print Name and Title of Corporate Officer)

WITNESS Kevin Barrett  
(Signature)  
Kevin Barrett

CORRE OPPORTUNITIES FUND, LP  
[Signature]  
(Signature of Fund Representative)  
EM Soderlund  
(Print Name, Corre Opportunities Fund, LP)

Exhibit "A"

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re

Chapter 11

W.R. GRACE & CO., et al.,<sup>1</sup>

W.R. GRACE &amp; CO. – CONN.

Debtors.

Case No. 01-01140 (JKF)



02102401295645

CASNER & EDWARDS  
303 CONGRESS ST  
BOSTON, MA 02110

AMENDMENT TO SCHEDULE F FOR:  
W.R. GRACE & CO.-CONN. (01-01140)

Amended Amount: \$379,803.22

Original Scheduled Amount(s):

Original Sched ID	Schedule Amount	CUD*
1566373	\$196,619.02	

\* [C]ontingent [U]nliquidated [D]isputed

**NOTICE OF AMENDMENTS TO SCHEDULES "F" OF LIABILITIES**

**PLEASE TAKE NOTICE** that on February 11, 2003, W.R. Grace & Co. – Conn. ("WRG") filed its Amendments to Schedules of Liabilities – Schedule F, (the "Amendments") with the United States Bankruptcy Court for the District of Delaware. Outlined is the original scheduled claim amount of the affected party receiving this notice and the corresponding amended amount now being listed for the claim by the appropriate debtor.

**PLEASE TAKE FURTHER NOTICE** that any party whose interests are affected by the Amendments and who disagrees with the amount and/or classification of liability set forth in the Amendments as outline above (or attached) may file a proof of claim for the amount and/or classification it deems appropriate. The bar date for filing proofs of claim is set as **March 31, 2003** at 4:00 p.m. Eastern Time. To obtain a claim form contact Rust Consulting, Inc., the Claims Processing Agent, toll- free at **1-800-432-1909** or visit the Grace chapter 11 website at [www.graceclaims.com](http://www.graceclaims.com) to request a claim form.

**PLEASE TAKE FURTHER NOTICE** that any party whose interests are affected by the Amendments and who fails to file a proof of claim prior to the Bar Date will be bound by the classification and/or amount of liability set forth in the Amendments.

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II, Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc., Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

**PLEASE TAKE FURTHER NOTICE** that if you have any questions regarding the Amendments you should contact Bankruptcy Management Corporation at (888) 909-0100.

**PLEASE TAKE FURTHER NOTICE** that pursuant to Fed. R. Bankr. P. 1009 and Rule 1009-2 of the Local Rules of the United States Bankruptcy Court for the District of Delaware, the following entities will receive a copy of the Amendments: (i) those who parties that are affected by the Amendments; (ii) the United States Trustee; and (iii) all parties who have requested notice pursuant to Fed. R. Bankr. P 2002.

Wilmington, Delaware  
Dated: February 11, 2003

KIRKLAND & ELLIS  
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and

PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.  
/s/  
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